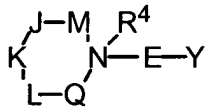
1. (CURRENTLY AMENDED) A compound of formula I:



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent or selected from CH_2, CHR^5, CHR^{13}, $CR^{13}R^{13}$, and CR^5R^{13};

Q is selected from CH_2, CHR^5, CHR^{13}, $CR^{13}R^{13}$, and CR^5R^{13};

J, K, and L are independently selected from CH_2, CHR^5, CHR^6, CR^6R^6 and CR^5R^6;

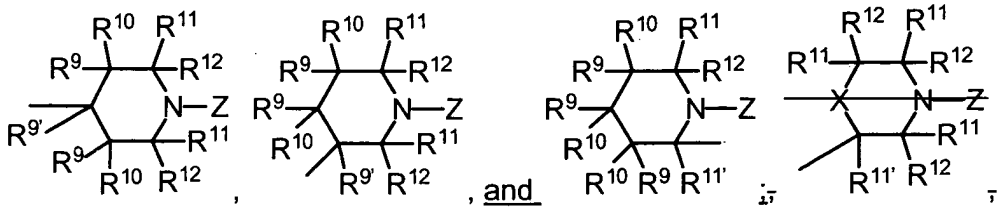
with the provisos:

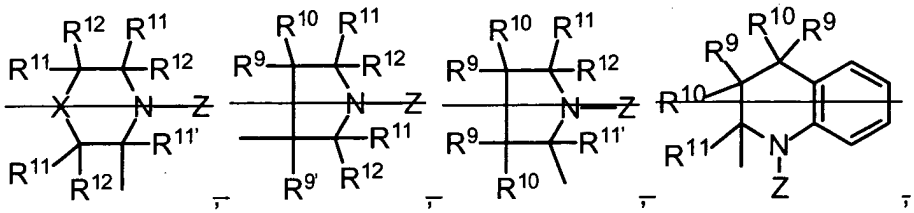
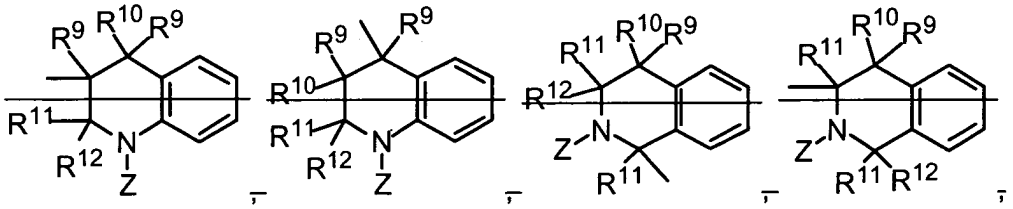
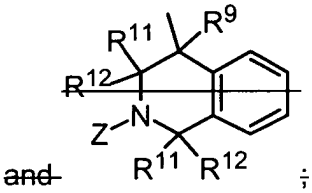
1) at least one of M, J, K, L, or Q contains an R^5; and

2) when M is absent, J is selected from CH_2, CHR^5, CHR^{13}, and CR^5R^{13};

E is $-(CR^7R^8)-(CR^9R^{10})_v-$;

Y is selected from:



~~and~~

~~X is selected from NR^{14}, O, and S;~~

Z is selected from $C(O)R^3$, $S(O)_2R^3$, $C(O)OR^3$, $C(O)NR^2R^3$, $C(=NR^1)NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$, and $(CR'R')_t$-phenyl substituted with 0-5 R^{15};

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

R^1 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_w$phenyl;

R^2 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{2a};

R^{2a}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{2b}R^{2b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{2c}$, $(CH_2)_rSH$, $(CH_2)_rSR^{2c}$, $(CH_2)_rC(O)R^{2b}$, $(CH_2)_rC(O)NR^{2b}R^{2b}$, $(CH_2)_rNR^{2b}C(O)R^{2b}$, $(CH_2)_rC(O)OR^{2b}$, $(CH_2)_rOC(O)R^{2c}$, $(CH_2)_rCH(=NR^{2b})NR^{2b}R^{2b}$,

$(CH_2)_rNHC(=NR^{2b})NR^{2b}R^{2b}$, $(CH_2)_rS(O)_pR^{2c}$, $(CH_2)_rS(O)_2NR^{2b}R^{2b}$, $(CH_2)_rNR^{2b}S(O)_2R^{2c}$, and $(CH_2)_r$phenyl;

R^{2b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{2c}, at each occurrence, is selected from C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^3 is selected from a $CR^{3'}R^{3"}R^{3"}$, $(CR^{3'}R^{3"})_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3"})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};

$R^{3'}$ and $R^{3"}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent;~~, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4b}$, and a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{4c};~~

~~R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;~~

~~R^{4b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;~~

~~R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;~~

R^5 is selected from a $(CR^{5'}R^{5"})_t$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16} and a $(CR^{5'}R^{5"})_t$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16};

$R^{5'}$ and $R^{5"}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^6, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{6a}R^{6a'}$, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rSH$, $(CH_2)_rSR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, $(CH_2)_rC(O)OR^{6b}$, $(CH_2)_rOC(O)R^{6b}$, $(CH_2)_rS(O)_pR^{6b}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^7 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qSR^{7d}$, $(CH_2)_qNR^{7a}R^{7a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, $(CH_2)_rC(O)OR^{7b}$, $(CH_2)_qOC(O)R^{7b}$, $(CH_2)_qS(O)_pR^{7b}$, $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}S(O)_2R^{7b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{7c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, alkenyl, alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_t$phenyl substituted with 0-3 R^{8a};

R^{8a}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

alternatively, R^7 and R^8 join to form C_{3-7} cycloalkyl, or $=NR^{8b}$;

R^{8b} is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_r$-phenyl;

R^9, $R^{9'}$, R^{10}, R^{11}, $R^{11'}$, R^{12} and R^{13} are H;

~~R^9 is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2, CN, $(CH_2)_rOH$, $(CH_2)_rSH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rSR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, $(CH_2)_rNR^{9a}C(O)H$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}S(O)_2R^{9b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-~~

~~5 R^{9c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~$R^{9'}$ is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2, CN, $(CH_2)_rOH$, $(CH_2)_rSH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rSR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, $(CH_2)_rNR^{9a}C(O)H$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}S(O)_2R^{9b}$, C_{1-6} haloalkyl, $(CH_2)_r$ C_{3-6} cycloalkyl, $(CH_2)_q$ phenyl substituted with 0-5 R^{9c}, and a $(CH_2)_q$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};~~

~~R^{9a} and $R^{9a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{9e}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};~~

~~R^{9b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-6} carbocyclic residue substituted with 0-2 R^{9e}, and a $(CH_2)_r$ 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};~~

~~R^{9c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{9f}R^{9f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}C(O)R^{9a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rC(=NR^{9f})NR^{9f}R^{9f}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rNHC(=NR^{9f})NR^{9f}R^{9f}$, $(CH_2)_rS(O)_2NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}S(O)_2R^{9b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{9e};~~

~~R^{9d}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic residue substituted with 0-3 R^{9c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{9c};~~

~~R^{9e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;~~

~~R^{9f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;~~

~~R^{10} is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2, CN, $(CH_2)_rOH$, $(CH_2)_rOR^{10d}$, $(CH_2)_rSR^{10d}$, $(CH_2)_rNR^{10a}R^{10a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}C(O)R^{10a}$, $(CH_2)_rNR^{10a}C(O)H$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a'}$, $(CH_2)_rNR^{10a}S(O)_2R^{10b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{10c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10c};~~

~~R^{10a} and $R^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{10e}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};~~

~~R^{10b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-6} carbocyclic residue substituted with 0-2 R^{10e}, and a $(CH_2)_r$ 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};~~

~~R^{10c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{10f}R^{10f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}C(O)R^{10a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rNHC(=NR^{10f})NR^{10f}R^{10f}$, $(CH_2)_rS(O)_2NR^{10f}R^{10f}$, $(CH_2)_rNR^{10f}S(O)_2R^{10b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{10e};~~

~~R^{10d}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10c}, and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{10c};~~

~~R^{10e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_r$phenyl;~~

~~R^{10f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;~~

~~with the proviso that when R^{10} is -OH, R^9 is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;~~

~~alternatively, R^9 and R^{10} join to form C_{3-7} cycloalkyl;~~

~~R^{11} is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qSR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11a}$, $(CH_2)_rC(O)OR^{11b}$, $(CH_2)_qOC(O)R^{11b}$, $(CH_2)_qS(O)_pR^{11b}$, $(CH_2)_qS(O)_2NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}S(O)_2R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{11c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};~~

~~$R^{11'}$ is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qSR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11a}$, $(CH_2)_rC(O)OR^{11b}$, $(CH_2)_qOC(O)R^{11b}$, $(CH_2)_qS(O)_pR^{11b}$, $(CH_2)_qS(O)_2NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}S(O)_2R^{11b}$, C_{1-6} haloalkyl, a $(CH_2)_r$ C_{3-6} cycloalkyl, $(CH_2)_q$ phenyl substituted with 0-5 R^{11c}, and a $(CH_2)_q$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};~~

~~R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-10} carbocyclic residue substituted with 0-5 R^{11e}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};~~

~~R^{11b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ C_{3-6} carbocyclic residue substituted with 0-2 R^{11e}, and a $(CH_2)_r$ 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};~~

~~R^{11c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{11f}R^{11f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$~~

~~alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}C(O)R^{11a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{11b}$, $(CH_2)_rC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rNHC(=NR^{11f})NR^{11f}R^{11f}$, $(CH_2)_rS(O)_pR^{11b}$, $(CH_2)_rS(O)_2NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}S(O)_2R^{11b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{11e};~~

~~R^{11d}, at each occurrence, is selected from C_{1-6} alkyl substituted with 0-3 R^{11e}, C_{2-6} alkenyl, C_{2-6} alkynyl, and a C_{3-10} carbocyclic residue substituted with 0-3 R^{11c};~~

~~R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;~~

~~R^{11f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;~~

~~R^{12} is selected from H, C_{1-6} alkyl, $(CH_2)_qOH$, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_t$phenyl substituted with 0-3 R^{12a};~~

~~R^{12a}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;~~

R^{13}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CH_2)_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

~~R^{14} is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $C(O)NR^{14a}R^{14a'}$, $C(O)R^{14b}$, $C(O)OC_{1-4}$ alkyl, $(CH_2)_rS(O)_pR^{14b}$, $(CH_2)_r$phenyl substituted with 0-3 R^{14c};~~

~~R^{14a} and $R^{14a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{14c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c};~~

~~R^{14b}, at each occurrence, is selected from C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{14c}, and a $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c}; and~~

~~R^{14c}, at each occurrence, is selected from C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $(CH_2)_w$phenyl;~~

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{15a}R^{15a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{15d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a'}$, $(CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a'}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, and $(CH_2)_r$phenyl;

R^{15f}, at each occurrence, is selected from H, C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{16d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$, $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-10} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1, 2, and 3.

2. (CURRENTLY AMENDED) The compound according to Claim 1, wherein:

~~R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$ phenyl substituted with 0-3 R^{4c};~~

~~R^{4c}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a'}$, and $(CH_2)_r$phenyl;~~

R^2 is selected from H and C_{1-4} alkyl;

R^6, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rOH$, $(CH_2)_rOR^{6b}$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a'}$, $(CH_2)_rNR^{6d}C(O)R^{6a}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and $R^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^7, is selected from H, C_{1-3} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qOH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qNR^{7a}R^{7a'}$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, C_{1-6} haloalkyl, $(CH_2)_r$phenyl with 0-2 R^{7c};

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$phenyl substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

R^8 is H or joins with R^7 to form $=NR^{8b}$;

~~R^9, is selected from H, C_{1-3} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rOH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, C_{1-6} haloalkyl, $(CH_2)_r$phenyl with 0-2 R^{9c}, $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};~~

~~$R^{9'}$, is selected from H, C_{1-3} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rOH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, C_{1-6} haloalkyl, $(CH_2)_r$phenyl with 0-2 R^{9c}, $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};~~

~~R^{9a} and $R^{9a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$phenyl substituted with 0-3 R^{9e};~~

~~R^{9b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{9e};~~

~~R^{9c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{9f}R^{9f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}C(O)R^{9a}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9f}R^{9f}$, $(CH_2)_rNR^{9f}S(O)_2R^{9b}$, and $(CH_2)_r$phenyl substituted with 0-2 R^{9e};~~

~~R^{9d}, at each occurrence, is selected from C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{9e};~~

~~R^{9e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$phenyl;~~

~~R^{9f}, at each occurrence, is selected from H, C_{1-5} alkyl and C_{3-6} cycloalkyl;~~

~~R^{10} is H;~~

~~R^{11}, is selected from H, C_{1-3} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qOH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11a}$, C_{1-6} haloalkyl, $(CH_2)_r$phenyl with 0-2 R^{11c}, $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};~~

~~$R^{11'}$, is selected from H, C_{1-3} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qOH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11a}$, C_{1-6} haloalkyl, $(CH_2)_r$phenyl with 0-2 R^{11c}, $(CH_2)_r$ 5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15};~~

~~R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r$phenyl substituted with 0-3 R^{11e};~~

~~R^{11b}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{11e};~~

~~R^{11c}, at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{11f}R^{11f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}C(O)R^{11a}$, $(CH_2)_rS(O)_pR^{11b}$, $(CH_2)_rS(O)_2NR^{11f}R^{11f}$, $(CH_2)_rNR^{11f}S(O)_2R^{11b}$, and $(CH_2)_r$phenyl substituted with 0-2 R^{11e};~~

~~R^{11d}, at each occurrence, is selected from C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_r$phenyl substituted with 0-3 R^{11e};~~

~~R^{11e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$phenyl;~~

~~R^{11f}, at each occurrence, is selected from H, C_{1-5} alkyl and C_{3-6} cycloalkyl;~~

~~R^{12} is H;~~

R^{13}, at each occurrence, is selected from C_{1-4} alkyl, C_{3-6} cycloalkyl, $(CH_2)NR^{13a}R^{13a'}$, $(CH_2)OH$, $(CH_2)OR^{13b}$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}C(O)R^{13a}$,

$(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)NR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$-phenyl substituted with 0-3 R^{13c};

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, and $(CH_2)_rNR^{13d}R^{13d}$;

R^{13d}, at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

v is selected from 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3. (ORIGINAL) The compound according to Claim 2, wherein:

R^3 is selected from a $(CR^{3'}H)_r$-carbocyclic residue substituted with 0-5 R^{15}, wherein the carbocyclic residue is selected from phenyl, C_{3-6} cycloalkyl, naphthyl, and adamantyl; and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^5 is selected from $(CR^{5'}H)_t$-phenyl substituted with 0-5 R^{16}; and a $(CR^{5'}H)_t$-heterocyclic system substituted with 0-3 R^{16}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl,

isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (CANCELED)

5. (CURRENTLY AMENDED) The compound according to Claim 3 4, wherein the

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{16a}R^{16a'}$, NO_2, CN, OH, $(CH_2)_rOR^{16d}$, $(CH_2)_rC(O)R^{16b}$, $(CH_2)_rC(O)NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}C(O)R^{16b}$, $(CH_2)_rS(O)_pR^{16b}$, $(CH_2)_rS(O)_2NR^{16a}R^{16a'}$, $(CH_2)_rNR^{16f}S(O)_2R^{16b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C_{1-5} alkyl.

6. (ORIGINAL) The compound according to Claim 5, wherein R^5 is CH_2-phenyl substituted with 0-3 R^{16}.

7. (ORIGINAL) The compound according to Claim 6, wherein:

R^3 is selected from a carbocyclic residue substituted with 0-3 R^{15}, wherein the carbocyclic residue is selected from phenyl and C_{3-6} cycloalkyl; and a heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl,

benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

8. (ORIGINAL) The compound according to Claim 7, wherein:

R^{15}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{15a}R^{15a'}$, NO_2, CN, OH, $(CH_2)_rOR^{15d}$, $(CH_2)_rC(O)R^{15b}$, $(CH_2)_rC(O)NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}C(O)R^{15b}$, $(CH_2)_rS(O)_pR^{15b}$, $(CH_2)_rS(O)_2NR^{15a}R^{15a'}$, $(CH_2)_rNR^{15f}S(O)_2R^{15b}$, $(CH_2)_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e};

R^{15b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl;

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{15f}, at each occurrence, is selected from H, and C_{1-5} alkyl.

9. (ORIGINAL) The compound according to Claim 8, wherein E is $-CR^7R^8-$.

10. (ORIGINAL) The compound according to Claim 9, wherein:
Z is selected from $C(O)NR^2R^3$, $C(=NR^1)NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

11. (ORIGINAL) The compound according to Claim 10, wherein:

R^6 is H; and

when K is CHR^5, either:

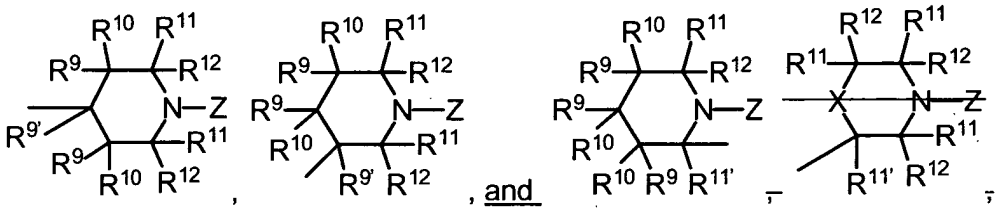
1) M is absent, or

2) Z is other than $C(O)NR^2R^3$.

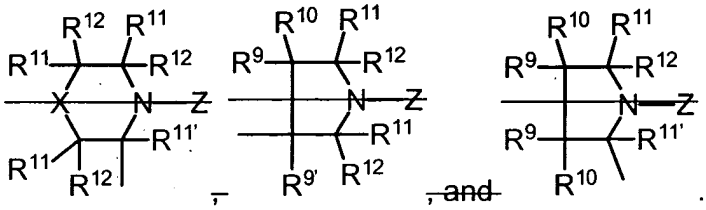
12. (ORIGINAL) The compound according to Claim 11, wherein E is $-CH_2-$.

13. (CURRENLTY AMENDED) The compound according to Claim 11, wherein:

Y is selected from:



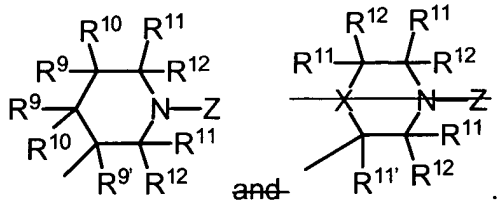
, and



~~, and~~

14. (CURRENTLY AMENDED) The compound according to Claim 13, wherein:

Y is selected from:



~~and~~

15. (ORIGINAL) The compound according to Claim 11, wherein:

R^{16}, at each occurrence, is selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $(CH_2)_rNR^{16a}R^{16a'}$, CN, OH, OCF_3, $(CH_2)_rOR^{16d}$, $(CH_2)_rC(O)R^{16b}$;

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{16b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C_{1-6} alkyl and phenyl.

16. (ORIGINAL) The compound according to Claim 15, wherein R^{16} is selected from F, Cl, Br, OCF_3, and CF_3.

17. (ORIGINAL) The compound according to Claim 11, wherein:

R^{15}, at each occurrence, is selected from CN,$C(O)R^{15b}$, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl.

18. (ORIGINAL) The compound according to Claim 15, wherein:

R^{15}, at each occurrence, is selected from CN, $C(O)R^{15b}$, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl.

19. (ORIGINAL) The compound according to Claim 11, wherein:

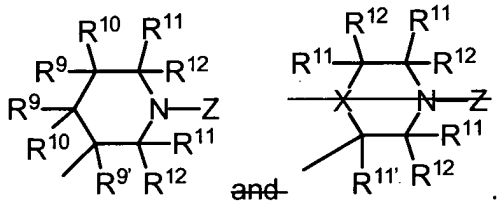
J and Q are CH_2; and

M is absent or CH_2.

20. (CURRENTLY AMENDED) The compound according to Claim 15, wherein:

E is -CH_2-; and

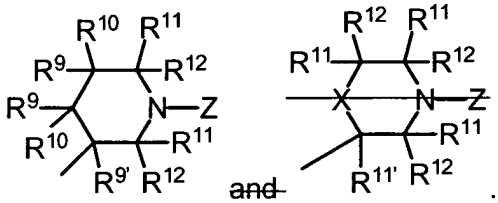
Y is ~~selected from:~~



21. (CURRENTLY AMENDED) The compound according to Claim 17, wherein:

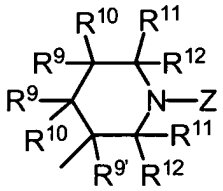
E is -CH_2-; and

Y is ~~selected from:~~



22. (ORIGINAL) The compound according to Claim 19, wherein:

Y is:



23. (CANCELED)

24. (ORIGINAL) The compound according to Claim 22, wherein K is CH_2.

25. (CANCELED)

26. (ORIGINAL) The compound according to Claim 1, wherein:

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

27. (ORIGINAL) The compound according to Claim 2, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

28. (CURRENTLY AMENDED) The compound according to Claim 5 4, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

29. (ORIGINAL) The compound according to Claim 7, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

30. (ORIGINAL) The compound according to Claim 13, wherein:
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

31. (ORIGINAL) The compound according to Claim 22, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

32. (CANCELED)

33. (ORIGINAL) The compound according to Claim 24, wherein:
Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is selected from F, Cl, Br, OCF_3, and CF_3.

34. (CANCELED)

35. (ORIGINAL) The compound according to Claim 14, wherein:
Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

36. (ORIGINAL) The compound according to Claim 11, wherein R^3 is phenyl substituted with 0-3 R^{15}.

37. (ORIGINAL) The compound according to Claim 14, wherein R^3 is phenyl substituted with 0-3 R^{15}.

38. (ORIGINAL) The compound according to Claim 17, wherein R^3 is phenyl substituted with 0-3 R^{15}.

39. (ORIGINAL) The compound according to Claim 14, wherein:
R^3 is phenyl substituted with 0-3 R^{15};
Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$;
J and Q are CH_2; and
M is absent or CH_2.

40. (CURRENTLY AMENDED) The compound according to Claim 1, wherein the compound of formula I is selected from:

(+/-)-N-phenyl-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-(phenylmethyl)-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-(phenylmethyl)-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantyl)-3-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-phenyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

N-(3-cyanophenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]- 1-piperidinecarboxamide,

N-(1-adamantyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1- piperidinecarboxamide,

N-(3-methoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

N-(3-carboethoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]-1-piperidinecarboxamide,

1-benzoyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl] piperidine,

1-phenylacetyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl] piperidine,

1-(3,4-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-dichlorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-difluorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,5-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(3,4-methylenedioxybenzoyl)-4-[[4-(phenylmethyl)-1- piperidinyl]methyl]piperidine,

1-(2-thiophenesulfonyl)-4-[[(4-(phenylmethyl)-1-piperidinyl] methyl]-piperidinecarboxamide,

1-(3-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

1-(4-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl] methyl]piperidine,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-1-phenylsulfonyl-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-piperidinecarboxamide,

(+/-)-1-benzoyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-1-benzyloxycarbonyl-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

~~(+/-) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]- methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

~~(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]ethyl]-1-piperidinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-1-piperidinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-1-piperidinecarboxamide,

~~(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-4-morpholinecarboxamide,~~

~~(+/-) N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]-methyl]-4-morpholinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,~~

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]- 1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,

(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-phenylmethyl-1-piperidine- carboxamide,

(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-phenylmethyl-1-piperidine- carboxamide,

(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-3-phenylmethyl-1-piperidinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3-phenylmethyl-1-piperidine- carboxamide,

(+/-)-(cis)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine- carboxamide,

(+/-)-(cis)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(cis)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(cis)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(cis)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine-carboxamide,

(+/-)-(cis)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-2-phenylmethyl-1-piperidine carboxamide,

(+/-)-(trans)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

(+/-)-(trans)-N-(3-acetylphenyl)-3-[[4-[(4-fluorophenyl) methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1- piperidinecarboxamide,

~~(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinoline-carboxamide,~~

~~(+/-)-N-(phenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl] methyl]-3,4-dihydro-2(1H) isoquinolinecarboxamide,~~

~~(+/-)-N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinoline- carboxamide,~~

~~(+/-)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]- 1,2,3,4-tetrahydro-2-(phenylacetyl)isoquinoline,~~

~~(+/-)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]- 1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-)-Phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]- methyl]-3,4-dihydro-2(1H) isoquinolinecarboxylate,~~

~~(+/-)-N-(4-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3,4-dihydro-2(1H) isoquinoline- carboxamide,~~

~~(+/-)-N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1- piperidinyl]methyl]-3,4-dihydro-2(1H)isoquinoline- carboxamide,~~

~~(+/-)-N-(3-cyanophenyl)-3-[2-[4-[(phenyl)methyl]-1- piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline- carboxamide,~~

~~(+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4- tetrahydro-2-(phenylsulfonyl)isoquinoline,~~

~~(+/-) N-(4-fluorophenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(phenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) 3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(2-thiophenesulfonyl)isoquinoline,~~

~~(+/-) 3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenacetyl)isoquinoline,~~

~~(+/-) N-(3-methoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(phenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-) Phenyl-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxylate,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(4-fluorophenyl)-methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl] ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)phenylsulfonyl isoquinoline,~~

~~(+/-) N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl] ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(phenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl] 3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline carboxamide,~~

~~(+/-) Phenyl-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4- dihydro-2(1H)-isoquinolinecarboxylate,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H) phenacetyl isoquinoline,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(4-fluorophenylmethyl)-1- piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline carboxamide,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenyl]sulfonyl isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)[phenacetyl] isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenylmethyl]sulfonylisoquinoline,~~

~~(+/-) N-(4-carbethoxyphenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(2*R*)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-4-[(2*R*)-3,3,3-trifluoro-2-methoxy-2-phenylpropanoyl]morpholine,~~

~~(2*R*)-*N*-(3-acetylphenyl)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-4-morpholinecarboxamide,~~

~~(2*R*)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-(3-methoxyphenyl)-4-morpholinecarboxamide,~~

~~(2*R*)-*N*-(3-cyanophenyl)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-4-morpholinecarboxamide,~~

~~(2*R*)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-(4-fluorophenyl)-4-morpholinecarboxamide,~~

~~(2*R*)-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-phenyl-4-morpholinecarboxamide,~~

~~(2*R*)-*N*-(3-cyanophenyl)-2-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]methyl}-4-morpholinecarboxamide,~~

~~(2*R*)-*N*-(3-acetylphenyl)-2-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]methyl}-4-morpholinecarboxamide,~~

~~(2*R*)-*N*-(3-acetylphenyl)-2-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]methyl}- *N*-phenyl-4-morpholinecarboxamide,~~

3-{[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl}-*N*-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-{[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl}-1-piperidinecarboxamide,

N-(3-acetylphenyl)-3-{[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl}-1-piperidinecarboxamide,

3-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl]methyl}- *N*-phenyl-1-piperidinecarboxamide,

N-(3-cyanophenyl)-3-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl] methyl}-1-piperidinecarboxamide, and

N-(3-acetylphenyl)-3-{[(3*S*)-3-(4-fluorobenzyl)piperidinyl] methyl}-1-piperidinecarboxamide.~~,~~

~~*tert*-butyl 4-[(3-cyanoanilino)carbonyl]-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxylate,~~

~~*N*-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide dihydrochloride,~~

~~4-benzyl-*N*-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide,~~

~~4-acetyl-*N*-(3-acetylphenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide,~~

~~*tert*-butyl 4-[(anilino)carbonyl]-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxylate,~~

~~*tert*-butyl 4-[(3-methoxyanilino)carbonyl]-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxylate,~~

~~*tert*-butyl 4-[(3-acetylanilino)carbonyl]-2-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxylate,~~

~~3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-phenyl-1-piperazinecarboxamide dihydrochloride,~~

~~3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-*N*-(3-methoxyphenyl)-1-piperazinecarboxamide dihydrochloride,~~

~~*N*-(3-acetylphenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide dihydrochloride, and~~

~~4-benzyl-*N*-(3-cyanophenyl)-3-{[4-(4-fluorobenzyl)-1-piperidinyl]methyl}-1-piperazinecarboxamide.~~

41. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

42. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 11.

43. - 47. (CANCELED)

48. (CURRENTLY AMENDED) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 1, ~~The method according to Claim 46,~~ wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

49. (ORIGINAL) The method according to Claim 48, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

50. (ORIGINAL) The method according to Claim 49, wherein the disorder is asthma.

51. (NEW) A method of treating disorders comprising administering to a patient in need thereof a therapeutically effect amount of a compound according to claim 11, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

52. (NEW) The method according to Claim 51, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

53. (NEW) The method according to Claim 52, wherein the disorder is asthma.